

CAPTION SHEET

CASE MANAGEMENT SYSTEM

1. REPORT DATE: 00/00/00 :
 2. BUREAU: FUS :
 3. SECTION(S) : :
 5. APPROVED BY: : 4. PUBLIC MEETING DATE:
 DIRECTOR: : 00/00/00
 SUPERVISOR: :
 6. PERSON IN CHARGE: : 7. DATE FILED: 07/23/04
 8. DOCKET NO: A-311331 : 9. EFFECTIVE DATE: 00/00/00

PARTY/COMPLAINANT:

RESPONDENT/APPLICANT: XO COMMUNICATIONS SERVICES, INC

COMP/APP COUNTY:

UTILITY CODE: 311331

ALLEGATION OR SUBJECT

APPLICATION OF XO PENNSYLVANIA, INC., ALLEGIANCE TELECOM OF PENNSYLVANIA, INC, AND XO COMMUNICATIONS SERVICES, INC., FOR APPROVAL OF AN INTERNAL CORPORATE REORGANIZATION WHEREBY THE EXISTING OPERATING SUBSIDIARIES OF XO COMMUNICATIONS, INC, IN PENNSYLVANIA WILL BE MERGED INTO A SINGLE OPERATING SUBSIDIARY XO COMMUNICATIONS SERVICES, INC. CURRENT OPERATING SUBSIDIARIES: XO PENNSYLVANIA, INC, WHICH WILL ULTIMATELY CEASE PROVIDING TELECOMMUNICATIONS SERVICES IN PA, DOCKETED AT A-310758F2000, AND ALLEGIANCE TELECOM OF PENNSYLVANIA, INC, WHICH WILL ULTIMATELY CEASE PROVIDING TELECOMMUNICATIONS SERVICES IN PA, DOCKETED AT A-310751F2000. XO COMMUNICATIONS SERVICES, INC., WILL BE THE SURVIVING ENTITY AND WILL PROVIDE TELECOMMUNICATIONS SERVICES IN PA, DOCKETED AT A-311331.

DOCKETED

AUG 12 2004

DOCUMENT
FOLDER

KELLEY DRYE & WARREN

ORIGINAL

A LIMITED LIABILITY PARTNERSHIP

1200 19TH STREET, N.W.

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WASHINGTON, D.C. 20036

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A-311331

July 23, 2004

RECEIVED

JUL 23 2004

VIA UPS

DOCUMENT
FOLDER

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Mr. James J. McNulty, Secretary
Pennsylvania Public Utilities Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor, Room N201
Harrisburg, PA 17120

Re: Application of XO Pennsylvania, Inc., Allegiance Telecom of
Pennsylvania, Inc. and XO Communications Services, Inc. For
Approval of an Internal Corporate Reorganization and For Approval,
As Necessary, of Related Transactions

Dear Mr. McNulty:

Enclosed for filing with the Pennsylvania Public Utilities Commission, please find an original and 3 copies of the above-captioned Application, as well as the requisite filing fee of \$350.00.

Also enclosed is a duplicate, and a self-addressed, postage-paid envelope. Please date-stamp the duplicate and return it in the envelope provided. If you have any questions or concerns regarding the enclosed, please contact the undersigned counsel at (202) 955-9785. Thank you for your kind assistance in this matter.

Respectfully submitted,

M. Nicole Oden

Enclosures

cc: Service List

JUL 23 2004

Before the
STATE OF PENNSYLVANIA
PUBLIC UTILITY COMMISSION

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

DOCKETED

AUG 12 2004

Docket No. A-311331

In the Matter of the Application of

XO PENNSYLVANIA, INC., ALLEGIANCE
TELECOM OF PENNSYLVANIA, INC., And
XO COMMUNICATIONS SERVICES, INC.

For Approval of an Internal Corporate
Reorganization and For Approval, As Necessary,
of Related Transactions

DOCUMENT
FOLDER

APPLICATION

XO Pennsylvania, Inc. ("XO Pennsylvania"), Allegiance Telecom of Pennsylvania, Inc. ("ALGX Pennsylvania") and XO Communications Services, Inc. ("XO Communications") (collectively "Applicants" or "XO Subsidiaries"), all subsidiaries of XO Communications, Inc. ("XO")¹, the ultimate parent corporation, by their attorneys and pursuant to 66 Pa. C.S. §102(a)(2), hereby respectfully request that the Pennsylvania Public Utility Commission ("Commission") approve or grant such authority as may be necessary for an internal corporate reorganization whereby the existing operating subsidiaries of XO in Pennsylvania will be merged into a single operating subsidiary, XO Communications.² Upon consummation of this reorganization, XO Communications will provide service to the existing customers of XO

¹ XO's acquisition of ALGX Pennsylvania was consummated on June 23, 2004. The Commission approved the transfer of control of ALGX Pennsylvania in Docket Nos. A-310758F0008 and A-310751F0006 on May 7, 2004. Accordingly, ALGX Pennsylvania currently is a direct, wholly owned subsidiary of XO.

² XO Communications Services, Inc. became the new name of XO Domestic Holdings, Inc. on June 29, 2004. Attached as *Exhibit A* is a copy of the Delaware Secretary of State confirmation of this name change. XO is in the process of obtaining the necessary documentation from the Pennsylvania Secretary of State showing the name change and will late-file the documentation and any necessary additional request for name change approval.

Pennsylvania and ALGX Pennsylvania. This internal reorganization will simplify the XO corporate structure, streamlining XO's operations in Pennsylvania, eliminating administrative redundancy and improving overall efficiency. The Applicants anticipate that the consolidation in Pennsylvania will occur after receipt of the required regulatory approvals in Pennsylvania; thus, the Applicants request that the Commission take any action necessary to approve this application at its earliest possible convenience.

Specifically, as described below, the Applicants propose that XO Pennsylvania's intrastate customer base and tariff be transferred to its affiliate, XO Communications. To the extent that the Commission does not permit the assignment or transfer of certificates, as part of this application, XO Communications seeks certification to provide the same types of services as XO Pennsylvania, as described below. Applicants will submit the necessary documentation from the Pennsylvania Secretary of State showing the new name as soon as it is available. As a new certificate is required, upon the certification of XO Communications and completion of the customer transfer, XO Pennsylvania requests that its certificate be cancelled. The proposed transaction is not expected to result in any loss or impairment of service to the XO Pennsylvania customers that would be affected by consummation of the proposed transaction. XO end users will continue to receive service at substantially similar rates, terms and conditions and will continue to see the "XO" name on their bills.

Similarly, ALGX Pennsylvania's intrastate customer base will be transferred to XO Communications. As a new certificate is required, upon the certification of XO Communications and completion of the customer transfer, ALGX Pennsylvania requests that its certificate be cancelled. Current ALGX Pennsylvania customers will be given sufficient notification of the proposed change of their service provider to XO Communications pursuant to the FCC's

slamming rules and any applicable state carrier to carrier migration rules.³ Again, the proposed transaction is not expected to result in any loss or impairment of service to the ALGX Pennsylvania customers. Applicants intend to grandfather ALGX Pennsylvania's existing tariff, amended with the new name XO Communications, so that existing ALGX Pennsylvania end users will continue to receive the same services at the same rates, terms and conditions as at present.

In support of this Application, the Applicants provide the following information:

I. The Applicants

XO Communications, Inc. is a Delaware corporation whose principal office and place of business is located at 11111 Sunset Hills Road, Reston, Virginia 20190-5339. The company's stock is publicly traded on the Over the Counter Bulletin Board under the symbol "XOCM.OB." XO is a leading facilities-based provider of broadband telecommunications services. The company offers a complete set of telecommunications services including local and long distance voice, Internet access, Virtual Private Networking (VPN), Ethernet, Wavelength, Web Hosting and Integrated voice and data services. XO provides service through its facilities-based broadband networks and Tier One Internet peering relationships. The company also is one of the nation's largest holders of fixed wireless spectrum, covering 95% of the population of the 30 largest U.S. cities. XO currently offers facilities-based broadband telecommunications services within and between more than 70 markets throughout the United States.

XO is authorized by the FCC to provide interstate and international telecommunications services and, through one or more of its subsidiaries, is authorized to provide intrastate interexchange services virtually nationwide, and is authorized to provide competitive local

³ A copy of the customer notification is attached hereto as *Exhibit B*.

exchange services in 47 states. In Pennsylvania, XO Pennsylvania provides both local exchange and interexchange service pursuant to its authorization issued by the Commission.⁴ Thus, XO Pennsylvania and its corporate parent, XO, have been found by this Commission to possess the requisite financial, managerial and technical qualifications necessary to operate as a provider of intrastate telecommunications services in Pennsylvania.⁵ XO is ultimately controlled by Carl C. Icahn, a U.S. citizen, through his ultimate control and ownership of various companies.

ALGX Pennsylvania is a corporation organized under the laws of the State of Delaware. In furtherance of the reorganization of Allegiance Telecom, Inc., Debtor-in-Possession (“Allegiance”), and subsidiaries, including ALGX Pennsylvania, under chapter 11 of the U.S. Bankruptcy Code, the parties agreed that XO would acquire substantially all of the assets of Allegiance, including the stock of ALGX Pennsylvania. As noted above, the Commission approved the transfer of control on May 7, 2004, and the transaction was consummated on June 23, 2004. As a result, ALGX Pennsylvania became a wholly owned, direct subsidiary of XO.

XO’s acquisition of Allegiance has resulted in a combined competitive carrier that holds sufficient financial, managerial, operations and technical resources to compete on a national basis against established and incumbent local exchange carriers and long distance companies. Prior to the transfer of control, Allegiance, through its operating subsidiaries, provided facilities-based telecommunications products and services to over 100,000 small and medium-sized business customers, large business enterprises (e.g., national customers with multiple locations), governmental entities, and other institutional users in 36 metropolitan areas in 24 states,

⁴ See Docket No. A-310260 (May 23, 1996).

⁵ XO’s most recent Annual Report and Form 10-Q which contains the consolidated financial statements of XO and subsidiaries can be accessed at www.xo.com.

including Pennsylvania, and the District of Columbia.⁶ By acquiring ownership of Allegiance and its subsidiaries and substantially all of their assets, XO has pooled the resources of XO and Allegiance such that the combined company can compete more effectively in the markets in which they both operate, provide new services and expand into new markets, and achieve economies of scope and scale. Moreover, the acquisition ensures that ALGX Pennsylvania's current customers will continue to receive the high quality services that they currently receive.

To further streamline and simplify its corporate structure, XO intends to collapse both ALGX Pennsylvania and XO Pennsylvania into XO Communications. After completion of the consolidation, XO will remain the ultimate corporate parent and it will have only one XO subsidiary operating in Pennsylvania. Like ALGX Pennsylvania and XO Pennsylvania, XO Communications is a direct, wholly owned subsidiary of XO. XO Communications, currently being renamed from XO Domestic Holdings, Inc., is authorized to transact business in Pennsylvania as a foreign corporation, but it is not licensed to provide telecommunications services in any state at this time.⁷

II. Designated Contacts

The designated contact for questions concerning this Application is:

M. Nicole Oden, Esq.
Melissa Smith Conway, Esq.
KELLEY DRYE & WARREN LLP
1200 19th Street, N.W., Suite 500
Washington, D.C. 20036
Tel. 202-955-9785
Fax (202) 955-9792

⁶ Allegiance Pennsylvania is authorized to provide resold toll service pursuant to A-310751, local exchange service pursuant to A-310751F0002, competitive access service pursuant to A-310751F0003, and interexchange service pursuant to A-310751F0004. Allegiance was granted interim authority on November 6, 1998 and permanent authority on May 4, 1999.

⁷ See *Exhibit A*, Delaware Secretary of State documentation.

Copies of any correspondence also should be sent to the following designated representative of the Applicants:

Doug Kinkoph
Vice President Regulatory and External Affairs
XO COMMUNICATIONS, INC.
Two Eastern Oval
Suite 300
Columbus, Ohio 43219
Tel. (614) 416-1468
Fax (614) 416-9268

III. Description of the Reorganization

The reorganization and consolidation of the XO Subsidiaries into a single operating entity, XO Communications, is anticipated to occur via a number of mergers. Corporate organizational charts showing XO's corporate structure before and after the consolidation are appended hereto as *Exhibit C*. The Applicants propose to transfer XO Pennsylvania's intrastate customer base, and tariff to provide telecommunications services to XO Communications through a merger of XO Pennsylvania into XO Communications. After the merger, XO Pennsylvania will cease to exist by operation of law, and XO Communications will assume all of XO Pennsylvania's assets and operations and will provide telecommunications services to XO Pennsylvania's customers pursuant to XO Pennsylvania's tariff, amended with the new name XO Communications. XO Communications, like XO Pennsylvania, is a direct wholly owned subsidiary of XO with identical financial and managerial control and resources.

In connection with the merger, the telecommunications authorizations currently held by XO Pennsylvania will be terminated and new authorizations for the same types of services issued to XO Communications. The Applicants respectfully request that the Commission authorize, to the extent necessary, the merger of XO Pennsylvania with and into XO Communications

together with the issuance of a new certificate to XO Communications to cover the same services and type of authority that XO Pennsylvania currently holds so that XO Communications can receive and serve the current customers of XO Pennsylvania. The Commission has already examined the financial, managerial, technical and operational qualifications of XO to provide telecommunications services – XO Communications is backed by the same qualifications as XO Pennsylvania and will provide the same high quality services to customers. Upon grant of the new certificate to XO Communications and completion of the customer transfer, the Applicants request that XO Pennsylvania's certificate and tariff be cancelled.

The proposed transfer of operating authority from XO Pennsylvania to XO Communications will be virtually transparent to consumers in Pennsylvania and will have no adverse impact on them. XO will remain the parent corporation, and the name that customers see on their telecommunications invoice will remain "XO." Further, the same services will be provided to end users at substantially similar rates, terms and conditions. Because XO Pennsylvania and XO Communications are managed by the same team of experienced telecommunications personnel, day-to-day operations will continue to function as they have in the past. Customer service functions will be provided by the same team of qualified consumer representatives. In order to facilitate a seamless transfer, XO Communications will file a revised tariff, as required, to reflect its slightly changed name. Thus, XO Pennsylvania's end user customers will continue to receive high quality services from the same qualified personnel, at substantially similar rates, terms and conditions.

Similarly, the Applicants propose to transfer ALGX Pennsylvania's intrastate customer base to XO Communications through a merger of ALGX Pennsylvania into XO Communications. After the merger, ALGX Pennsylvania will cease to exist by operation of law,

and XO Communications will assume all of ALGX Pennsylvania's assets and operations and will provide telecommunications services to ALGX Pennsylvania's end users. Applicants intend to grandfather ALGX Pennsylvania's existing tariff, amended with the new name XO Communications, so that existing ALGX Pennsylvania end users will continue to receive the same services at the same rates, terms and conditions. The Applicants request the ability to operate under the two existing tariffs for ALGX Pennsylvania and XO Pennsylvania, for a period of six (6) months while a revised tariff covering all of the services provided by each entity may be drafted and submitted to the Commission for approval.⁸

In connection with the merger, the telecommunications authorizations currently held by ALGX Pennsylvania will be terminated upon completion of the transfer of ALGX Pennsylvania customers to XO Communications. The Applicants respectfully request that the Commission authorize, to the extent necessary, the merger of ALGX Pennsylvania with and into XO Communications and the transfer of ALGX Pennsylvania's customer base to XO Communications, so that XO Communications can receive and serve the current customers of ALGX Pennsylvania. The Commission has already examined the financial, managerial, technical and operational qualifications of XO to provide telecommunications services – XO Communications is backed by the same qualifications as ALGX Pennsylvania and will provide the same high quality services to customers.

The proposed transfer of operating authority from ALGX Pennsylvania to XO Communications will have no adverse impact on customers. XO will remain the parent corporation. Current ALGX Pennsylvania end users will continue to receive service under the

⁸ In support of Applicant's request, please see Commission Order dated March 14, 2002 in Pennsylvania Public Utility Commission v. Choice One Communications of Pennsylvania, Inc., Docket Number R-00016928.

same rates, terms and conditions that currently apply to their services and any future changes in the rates, terms and conditions of those services will be made consistent with Commission requirements. As a result, the proposed transfer will be virtually transparent to customers in terms of the services, rates, terms and conditions that they receive. In accordance with applicable FCC and state carrier change requirements, advance written notice will be sent to affected customers informing them of the proposed transaction and giving them an opportunity to switch to another service provider without penalty. In order to facilitate a seamless transfer, the ALGX Pennsylvania tariff will be grandfathered so that existing ALGX Pennsylvania end users will continue to receive the same services at the same rates, terms and conditions. The Applicants request the ability to operate under the existing tariffs for ALGX Pennsylvania and XO Pennsylvania, for a period of six (6) months while a revised tariff covering all of the services provided by each entity may be drafted and submitted to the Commission for approval.⁹ Further, to prevent customer confusion, XO Communications will include the Allegiance name in addition to the XO name on customer bills for the existing ALGX Pennsylvania customers for a few months immediately following the restructuring.

IV. Public Interest Analysis

The proposed internal corporate reorganization and transfer of operating authority is in the public interest. As noted above, the reorganization will generally be transparent to customers and will have no adverse impact on them. Current ALGX Pennsylvania customers will be properly notified of the change in their service provider from ALGX Pennsylvania to XO Communications. Current XO Pennsylvania customers will continue to see "XO" on their

⁹ In support of Applicant's request, please see Commission Order dated March 14, 2002 in *Pennsylvania Public Utility Commission v. Choice One Communications of Pennsylvania, Inc.*, Docket Number R-00016928.

invoices and the consolidation will be entirely transparent to them. This proposed consolidation will provide significant reductions in legal, accounting and tax administrative burdens and will simplify the XO companies' corporate structure, eliminating administrative redundancy and improving the companies' overall efficiency thereby enhancing the company's ability to compete in Pennsylvania and elsewhere. Over time, consumers in Pennsylvania will benefit from a greater number of product and service options as well as more efficient prices resulting from the enhanced competitive ability of the streamlined company.

As reflected on the ownership charts appended hereto, upon completion of the reorganization, the ownership of XO Communications will be identical to its current ownership and the ownership of XO Pennsylvania and ALGX Pennsylvania. Thus, there should be no question about the qualifications of XO Communications and its parent, XO, to operate in the public interest as the reorganization will not cause any meaningful change in the ownership, financial condition or services of the utility entities.

WHEREFORE, the Applicants respectfully request that the Commission grant them authority, to the extent necessary, to reorganize, as described herein, and for such other and further relief as may be necessary to carry out the reorganization described herein.

Respectfully submitted,

XO PENNSYLVANIA, INC., ALLEGIANCE
TELECOM OF PENNSYLVANIA, INC. AND XO
COMMUNICATIONS SERVICES, INC.

By: 

Brad E. Mutschelknaus

Melissa S. Conway

M Nicole Oden

KELLEY DRYE & WARREN LLP

1200 19th Street, N.W., Suite 500

Washington, D.C. 20036

Tel. (202) 955-9600

Their Attorneys

Dated: July 23, 2004

EXHIBIT A

NAME CHANGE DOCUMENTATION

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "XO DOMESTIC HOLDINGS, INC.", CHANGING ITS NAME FROM "XO DOMESTIC HOLDINGS, INC." TO "XO COMMUNICATIONS SERVICES, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2004, AT 2:31 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3202073

3154937 8100

040475355

DATE: 06-29-04



EXHIBIT B

CUSTOMER NOTIFICATION

<<INSERT DATE>>

IMPORTANT NOTICE REGARDING YOUR TELEPHONE SERVICE

Dear Allegiance Customer:

As you are most likely aware, XO Communications, Inc. recently acquired substantially all of the assets of Allegiance Telecom, Inc. – including control of your telecommunications service provider – in connection with the reorganization of Allegiance in its bankruptcy proceeding.

This notice is to advise you that XO, in an effort to streamline its corporate structure, is requesting regulatory approval to transfer your account and services to XO Communications Services, Inc. (an affiliate of your existing service provider) which will continue to provide you with quality telecommunications services.

No action on your part is required.

You will continue to use the same telephone numbers you currently do, and there will be no fees applied in connection with the transfer of your service. As an XO customer, you will continue to receive your services at the same rates, terms and conditions. Notice of any future changes in rates, terms and conditions of service will be provided to you as required by law.

XO anticipates that the date for the transfer may be as soon as thirty (30) days from the date of this letter (or soon thereafter) when the necessary regulatory approvals are obtained. At that time, Allegiance will no longer be your service provider. XO is confident that you will find that remaining with us is the smart choice to meet your needs; however, XO realizes that you have a choice of telecommunications carriers, and you may choose another carrier at any point. If you have not notified us that you have arranged with another carrier for service to commence on or before the date Allegiance discontinues its service, you will automatically become an XO customer. **If you have a term contract with Allegiance, you will still be responsible for any applicable early contract termination charges if you choose a service provider other than XO Communications.**

NOTE: If you have placed a "freeze" on your Allegiance services to prevent their unauthorized transfer to another carrier, it will be automatically lifted to implement the transfer to XO. At your request, XO can reestablish freeze protection for you after the transfer.

If you have any questions about the transfer of your service to XO or about XO in general, please visit www.xo.com or call 1.800.553.1989. For all questions regarding billing, repairs, service needs or complaints, please contact XO at 1.800.553.1989.

We look forward to serving you!

Cordially,

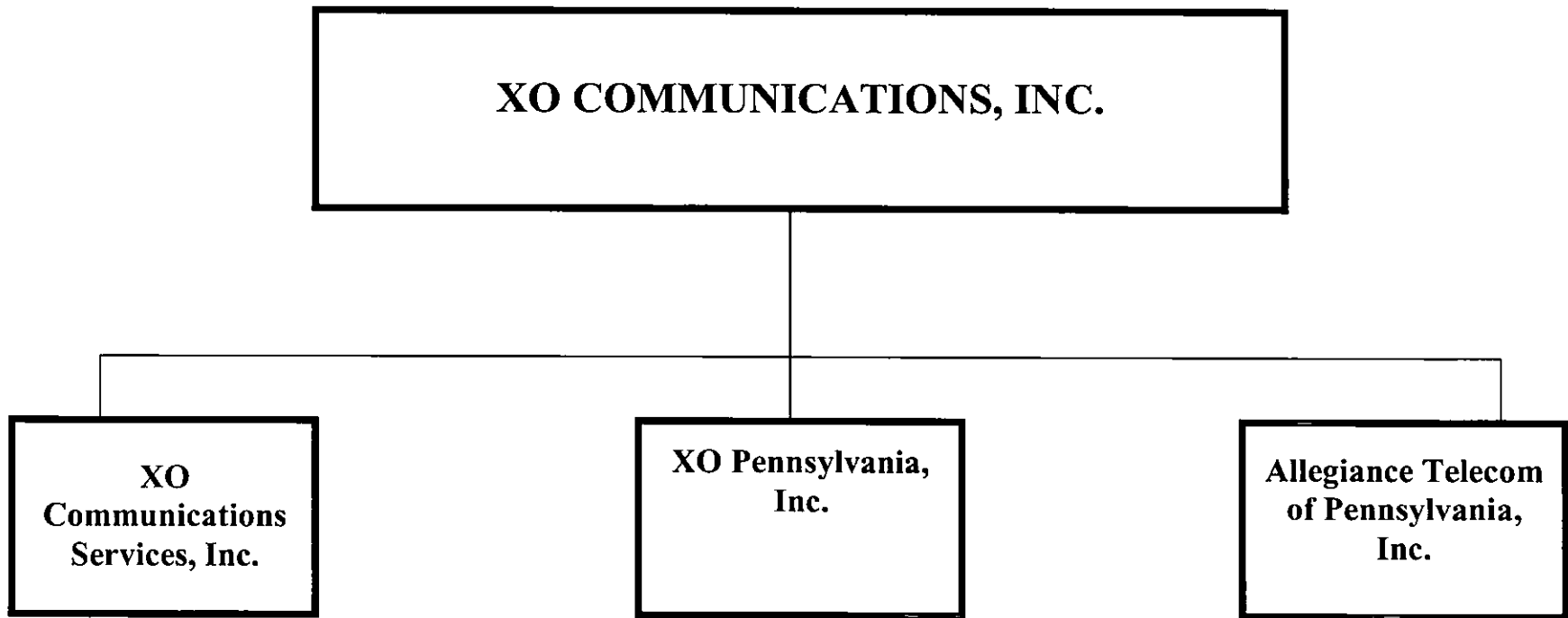
<<INSERT NAME>>

XO Communications

EXHIBIT C

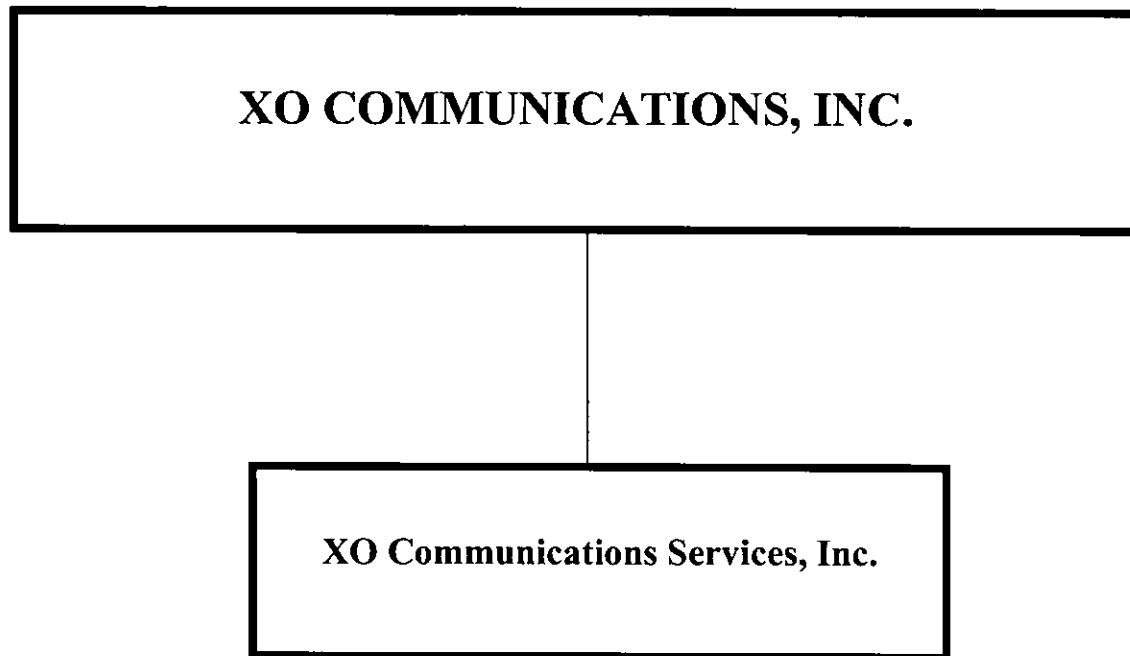
CORPORATE ORGANIZATIONAL CHARTS

EXISTING CORPORATE STRUCTURE¹



¹ Each entity is 100% owned by the entity immediately above it, unless otherwise indicated.


CORPORATE STRUCTURE AFTER RESTRUCTURING¹



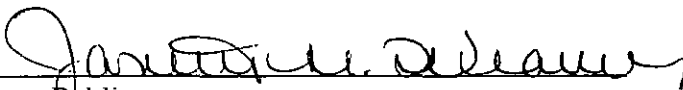
¹ Each entity is 100% owned by the entity immediately above it, unless otherwise indicated.

VERIFICATION

I, LEE WEINER, am authorized to represent XO Communications, Inc. and its subsidiaries, and to make this verification on their behalf. The statements in the foregoing document relating to XO Communications, Inc. and its subsidiaries, except as otherwise specifically attributed, are true of my own knowledge, except as to matters that are stated herein on information or belief, and as to those matters, I believe them to be true. I declare under penalty of perjury that the foregoing is true and correct.

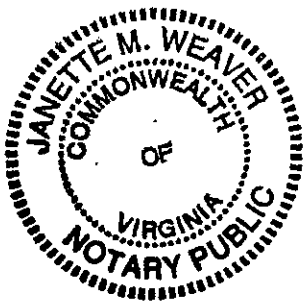

Name: LEE WEINER
Title: Sr. Vice President, General Counsel
and Secretary.

Subscribed and sworn to before me on this 24th day of June, 2004.


Notary Public

My commission expires: 03-31-05

- SEAL -



CERTIFICATE OF SERVICE

I, Alice R. Burruss a legal secretary at Kelley Drye & Warren LLP, do hereby certify that on this 23rd day of July 2004, unless otherwise noted, a copy of the Application of XO Pennsylvania, Inc., Allegiance Telecom of Pennsylvania, Inc. and XO Communications Services, Inc. was sent by U.S. mail postage pre-paid to each of the following:

Office of the Consumer Advocate
555 Walnut Street
8th Floor, Forum Place
Harrisburg, PA 17101-1923

Office of Small Business Advocate
Commerce Building, Suite 1102
300 North Second Street
Harrisburg, PA 17101

Office of Attorney General
Office of Consumer Protection
Strawberry Square, 14th Floor
Harrisburg, PA 17120



Alice R. Burruss

COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P. O. BOX 3265, HARRISBURG PA 17105-3265

IN REPLY PLEASE
REFER TO OUR FILE
Secretary
717-772-7777

August 12, 2004

A-311331;
A-310751F2000
A-310758F2000

M NICOLE ODEN ESQUIRE
MELISSA SMITH CONWAY ESQUIRE
KELLEY DRYE & WARREN LLP
1200 19TH STREET NW SUITE 500
WASHINGTON DC 20036

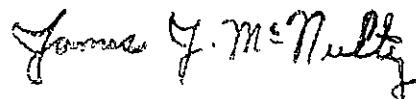
DOCUMENT
FOLDER

Dear Ms. Oden:

Receipt is acknowledged of the Application of XO
Pennsylvania, Inc., Allegiance Telecom of Pennsylvania, Inc., and
XO Communications Services, Inc., for approval of an Internal
Corporate Reorganization and related transactions, which has been
captioned and docketed to the above numbers.

This matter will receive the attention of the Commission and
you will be advised of any further necessary procedure.

Sincerely,



James J. McNulty
Secretary

JJM:ddt

Cc: Doug Kinkoph

DOCKETED

AUG 12 2004

DATE: August 12, 2004

SUBJECT: A-311331;
A-310751F2000
A-310758F2000

TO: Bureau of Fixed Utility Services

DOCUMENT
FOLDER

FROM: James J. McNulty, Secretary *ddt*

**APPLICATION OF XO PENNSYLVANIA, INC, ALLEGIANCE
TELECOM OF PA, INC., AND XO COMMUNICATIONS
SERVICES, INC.**

We attach hereto a copy of the Application of XO Pennsylvania, Inc., Allegiance Telecom of Pa, Inc., and XO Communications Services, Inc., for approval of an Internal Corporate Reorganization and related transactions, which has been captioned and docketed to the above numbers.

Applicant has served a copy of the application upon the Office of Consumer Advocate and the Office of Small Business Advocate, and has filed proof of such service with this Commission.

May we have a report prepared by your Bureau for Public Meeting.

Attachment

cc: Law Bureau

ddt

DOCKETED

AUG 12 2004

PENNSYLVANIA PUBLIC UTILITY COMMISSION

RECEIPT

The addressee named here has paid the PA P.U.C. for the following bill:

M. NICOLE ODEN
KELLEY DRYE & WARREN LLP
1200 19TH STREET, N.W.
WASHINGTON, DC 20036

DATE 8/16/2004
RECEIPT # 202316

IN RE: Application fees for XO PENNSYLVANIA, INC., ALLEGIANCE TELECOM OF PENNSYLVANIA, INC., & XO COMMUNICATIONS SERVICES, INC.

Docket Numbers A-311331 and A-310751F2000..... \$350.00
A-310758F2000

REVENUE ACCOUNT: 001780-017601-102

CHECK NUMBER: 8060
CHECK AMOUNT: \$350.00

Stephen Reed
(for Department of Revenue)

DOCKETED
AUG 25 2004

**DOCUMENT
FOLDER**